SEC Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form

(6/99) displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2002

Estimated average burden hours per response. . 1

PROCESSE



FORM D

JUL 13 2004

THOMSON FINANCIAL

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

C/o Gilat, Knoller, Graus & Co., 10 Carlibach St., Tel Aviv 61202, Israel

SEC USE ONLY					
Prefix		Serial			
DATE RECEIVED					

Name of Offering (check if this is a	an amendment	and name has	changed, and	indicate change.)	
Filing Under (Check box(es) that apply):	[X] Rule 504	[] Rule 505	[] Rule 506	[] Section 4(6)	 []ULOE
Type of Filing: [X] New Filing [] Amendment				
Α.	BASIC IDENTI	FICATION DA	TA		ristrus
Enter the information requested	about the issu	er			
Name of Issuer (check if this is an	amendment ar Interag		hanged, and ir	dicate change.)	
Address of Executive Offices Telephone Number (Including Are	(Number and sea Code) 972-3		ate, Zip Code)		

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices)						
Brief Description of Business	Internet Service Provider					
Type of Business Organization	n					
[X] corporation [] limited partnership, already formed [] other (please spec						
[] business trust	[] limited partnership, to be formed					
	Month Year					
	ncorporation or Organization: [0] 3] [0] 4] [] Actual [X] Estimated r Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [D] E]					

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing
 - partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[] Promoter [X]	Beneficial [X Owner] Executive Officer	[X] Director [] General and/o Managing Partner
Full Name (Last nam	ne first, if individual) Jacob Froidnt			
Business or Residen C/o Gilat,	ce Address (Numb Knoller, Graus &				
Check Box(es) that Apply:	[] Promoter []	Beneficial [Owner	Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last nam	ne first, if individual))		-	
Business or Residen	ce Address (Numb	er and Street, City	, State, Zip Code)	}	
Check Box(es) that Apply:	[] Promoter []	Beneficial [Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last nam	ne first, if individual))			nganata ya ana kana ana aya ana aya ana a
Business or Residen	ce Address (Numb	er and Street, City	, State, Zip Code)		inima jamu, pridigupa Peridira
Check Box(es) that Apply:	[] Promoter []	Beneficial [] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last nam	ne first, if individual)				or the second
Business or Residen	ce Address (Numb	er and Street, City	, State, Zip Code)	i	
Check Box(es) that Apply:	[] Promoter []	Beneficial [Owner] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last nam	ne first, if individual))		ann mhainn th' am th' gan dh' gan dh' gan dh' gan dh' gan dh' a ann dh' a ann dh' a ann dh	entrigue en que en

Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that [] Promoter [] Beneficial [] Executive [] Directed Apply: Owner Officer Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) (Use blank sheet, or copy and use additional copies of this sheet, as necessary as a second street, or copy and use additional copies of this sheet, as necessary as a second street of the same offering? Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?	Man Part
Check Box(es) that [] Promoter [] Beneficial [] Executive Officer [] Director Apply: Owner Officer [] Director Apply: Owner Officer [] Director Officer [] Owner Officer [] Director [] Director Officer [] Director [] Director Officer [] Director [] Director [] Director Officer [] Director [Man Part
Apply: Owner Officer Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) (Use blank sheet, or copy and use additional copies of this sheet, as neces B. INFORMATION ABOUT OFFERING 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in offering? Answer also in Appendix, Column 2, if filling under ULOE. 2. What is the minimum investment that will be accepted from any individual?	Man Part
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NONE	ers in ed es, list ed
Business or Residence Address (Number and Street, City, State, Zip Code)	
Name of Associated Broker or Dealer	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	
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	OFFERI	NG PRI	CE NU	MRFR O	FINVES	TORS	FXPENS	ES AND	USE OF	PROC	FEDS	

^{1.} Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$	\$
Equity	\$1,000,000	\$0.00
[X] Common [] Preferred		
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify).	\$	\$

The second second second second second	Total	\$1,000,000	\$0.00
	Answer also in Appendix, Column 3, if filing under ULOE.	ويوس ومساور والمستواد والمساور	
	2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	5	\$
	Non-accredited Investors	9	¥ \$
	Total (for filings under Rule 504 only)	5	\$ 0
	•		y0
	Answer also in Appendix, Column 4, if filing under ULOE.		
	3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
			Dallar Amazoni
	Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		\$ 0
	Regulation A		\$ 0
	Rule 504		\$0
	Total		\$0_
	4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	[X] \$_1,000
	Transfer Agent's Fees Printing and Engraving Costs	•] \$_1,000] \$_500
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Eric A Weinbaum 561 9977618

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Purchase of real estate	*********	Į.	[]
Purchase, rental or leasing and installation of ma			5 5
Construction or leasing of plant buildings and faci	lities		[] B
Acquisition of other businesses (including the values curities involved in this offering that may be us exchange for the assets or securities of another pursuant to a merger)	led in Issuer	[]	[] []
Repayment of Indebtedness	141	() \$	<u> </u>
Worlding capital] }
Other (specify):	·	[] [
	·]
Column Totals		(X)	1
Total Payments Listed (column totals added)		\$ 000,1898 [X] \$98	1.500
this notice is filled under Rule 505, the following eignate to furnish to the U.S. Securities and Exchange Comminionmation furnished by the issuer to any non-accredit Rule 502.	asion, upon written re	equest of its staff, the	
issuer (Print or Type)	Signature	Oste	
interage, Ltd. Name of Signer (Print or Type)	Title of Signer (Prin	May 27, 2 t or Type)	004
Jacob Freund		President	
ATTENTION Intentional misstatements or omissions of fact com U.S.C. 1901	stitute federal crimi	nsi violations. (See '	16
e. State signa	TURE		
Is any party described in 17 CFR 230.262 presently provisions of such rule?	subject to any of the	disqualification	Yes No

p.06

See Appendix, Column 5, for state response.

- 2. The undersigned leaver hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned leaver hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)

Signature / Date

Interage, Ltd.

May 27, 2003

Name of Signer (Print or Type)

Title (Print or Type)

Jacob Freund

Fresident

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

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Disqualification under State

Type of

APPENDIX

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	Intend t		Type of security					under State ULOE		
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